

ORIGINAL



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BEFORE THE ARIZONA CORPORATION COMMISSION  
AZ CORPORATION COMMISSION  
DOCUMENT CONTROL

IN THE MATTER OF THE JOINT APPLICATION ) DOCKET NOS. T-03346A-04-0911  
OF SBC TELECOM, INC. AND SBC LONG ) T-03811A-04-0911  
DISTANCE, INC. FOR APPROVAL OF A )  
PROPOSED CORPORATE REORGANIZATION )

**AFFIDAVIT OF CAROL PAULSEN**

STATE OF TEXAS )  
)ss.:  
COUNTY OF BEXAR )

Carol Paulsen, being duly sworn, upon her oath deposes and says the following:

"I am Director-Regulatory for SBC Long Distance, LLC and am authorized to execute this affidavit on behalf of SBC Long Distance, LLC and SBC Telecom, Inc. I conducted an investigation of the matters which are the subject of this affidavit, and the facts contained herein are true, accurate, complete and correct to the best of my knowledge, information and belief.

"The purpose of this affidavit is to demonstrate to the Commission that the conditions set forth in Decision No. 67827 (the "Decision") in Docket Nos. T-03346A-04-0911 and T-03811A-04-0911, Paragraphs 25d and 25e, have been met.

"Paragraph 25d of the Decision provides that the transfer of SBC Telecom's assets to SBC Long Distance, LLC is conditioned upon SBC Long Distance, LLC's docketing proof that SBC Telecom's customers received notification "that they may choose another provider, within 90 days of receiving notice, to discontinue service with SBC Telecom without prejudice or regard to contractual obligation." Similarly, Paragraph 25e provides that the transfer of assets is conditioned upon SBC Telecom's docketing proof and providing written confirmation to the Staff that all funds held as customer prepayments have been refunded or credited to customers who want to discontinue service with SBC Telecom.

"On February 24, 2005, SBC Telecom sent a letter to its customers, a true and correct copy of which is attached as Exhibit A, advising its customers of the proposed asset transfer and of the customer's right to discontinue service with SBC Telecom and to

"choose another telephone provider without penalty as long as you do so within 90 days following the consolidation." Because Staff raised an issue with respect to the adequacy of the notice, SBC Telecom sent its customers a second notice dated May 10, 2005. A true and correct copy of the May 10, 2005 letter is attached as Exhibit B. The May 10<sup>th</sup> notice tracks the language of Paragraph 25d precisely, advising the customer that they:

- "have access to alternative utilities that provide local exchange and long distance services";
- "may elect within 90 days of receipt of this notice to discontinue service without prejudice or regard to contractual obligation"; and
- "advances, prepayments or other funds owed will be credited" to the customer's account or refunded via check as to SBC Telecom customers who discontinue service.

For the customer's convenience, the May 10<sup>th</sup> notice attached the list of alternative providers published on the Arizona Commission's website, located under the section, *Lists of Regulated Phone Companies*.

"During the pertinent timeframe, approximately 80 customers discontinued service. In each case, any applicable prepayment was credited to the customer's bill. Hence, SBC Telecom has complied with the requirement that it refund or credit to the customers who want to discontinue service all funds held as prepayments.

"Compliance with Paragraphs 25d and 25e having been achieved, SBC Long Distance, LLC and SBC Telecom, Inc. have now complied with all of the conditions identified in Decision No. 66891."



Carol Paulsen  
Director-Regulatory

STATE OF TEXAS

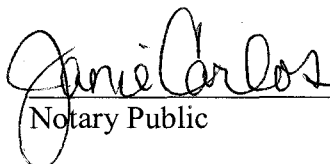
)

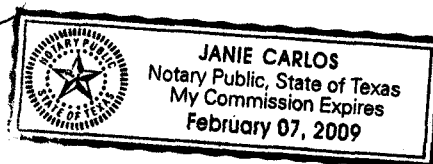
)ss.:

COUNTY OF BEXAR

)

Subscribed and sworn to before me this 4<sup>th</sup> day of August, 2005, by Carol Paulsen.

  
Notary Public





February 24, 2005

PAT CIEPLEY  
16426 N 32ND PL  
PHOENIX AZ 85032

Dear Valued Customer:

In our continuing efforts to streamline operations, we are pleased to announce that SBC Telecom, Inc. ("Telecom") – your current local phone service provider – will combine business operations with its affiliate SBC Long Distance, LLC.

As a result of this internal change, the SBC Long Distance name will replace SBC Telecom on your billing documentation on or about May 1, 2005. This consolidation of SBC affiliate companies is subject to obtaining all required regulatory approvals, and the filing of all appropriate documents with state agencies.

The transition of your service to the new SBC Long Distance name will have no impact on your service whatsoever.

- You will not incur charges related to the transfer of your services to SBC Long Distance.
- You will continue to receive quality local services with the same rates, features, terms and conditions as you currently enjoy from Telecom. At this time, SBC Long Distance does not anticipate making any changes to your current rates, features, terms and conditions; however, should it deem it necessary to do so in the future, SBC Long Distance will continue its practice of notifying subscribers by putting a message in your bill in advance of the change.
- This change will happen automatically with no action required on your part, and will be virtually seamless to you.

Unless you choose another service provider, your account will automatically move to SBC Long Distance. You may choose another telephone service provider without penalty as long as you do so within 90 days following the consolidation on or about April 30, 2005 (per Arizona statute A.A.C. R14-2-1107). After 90 days, changes to your local telephone service provider will be subject to any termination restrictions in your service arrangement. SBC Long Distance will be responsible for handling any complaints filed or otherwise raised by you prior to or during the transfer to SBC Long Distance.

We in the SBC family appreciate your business and look forward to continuing to serve you. If you have questions, please contact SBC Long Distance at 1-877-430-7228.

Thank you for choosing the SBC family of companies.

Sincerely,

Nancy Pardo  
Director – Network Services



May 10, 2005

JAMES ANDERSON  
1118 E TURNEY AVE  
APT 1  
PHOENIX AZ 85014

Dear Valued Customer:

In our continuing efforts to streamline operations, we are pleased to announce that SBC Telecom, Inc. ("Telecom") – your current local phone service provider – will combine business operations with its affiliate SBC Long Distance, LLC ("SBC Long Distance").

As a result of this internal change, Telecom will cancel its Certificate of Convenience and Necessity (CC&N) which was filed on June 13, 2000 in Decision No. 62645 and discontinue service in its own name to customers in Arizona because it is transferring its assets, liabilities, and all operations to SBC Long Distance. SBC Long Distance will be the single SBC affiliate to provide resold and facilities-based long distance and local exchange telecommunications services in Arizona. This consolidation of SBC affiliate companies is subject to obtaining all required regulatory approvals, and the filing of all appropriate documents with state agencies.

The transition of your service to SBC Long Distance will have no impact on your service whatsoever.

- You will not incur charges related to the transfer of your services to SBC Long Distance.
- You will continue to receive quality local services with the same rates, features, terms and conditions as you currently enjoy from Telecom.
- This change will happen automatically with no action required on your part, and will be virtually seamless to you.
- A.A.C. R14-2-1107 provides that you may elect within 90 days of receipt of this notice to discontinue service without prejudice or regard to contractual obligation and have access to alternative utilities that provide local exchange and long distance services.
- For Telecom customers that choose to discontinue services, your advances, prepayments or other funds owed will be credited to your account or will be refunded via a check.

For your convenience, we have attached a list of alternative service providers as published on the Arizona Web site, <http://www.cc.state.az.us/utility/telecom/industry.htm> and located under the section entitled *Lists of Regulated Phone Companies*.

We in the SBC family appreciate your business and look forward to continuing to serve you. If you have questions, please contact SBC Long Distance at 1-877-430-7228.

Thank you for choosing the SBC family of companies.

Sincerely,

Carol Paulsen  
Director – Regulatory Relations

SBC Telecom, Inc.  
SBC Long Distance

## REGULATED UTILITY LIST

### Incumbent Local Exchange Carriers

Accipiter Communications  
 Arizona Telephone Company  
 CenturyTel  
 Copper Valley Telephone Inc.  
 Frontier Citizens Utilities Rural  
 Midvale Telephone Exchange, Inc.  
 Navajo Communications Company, Inc.  
 Qwest Corporation  
 Rio Virgin Telephone & Cablevision  
 South Central Utah Telephone Association, Inc.  
 Southwestern Telephone Company, Inc.  
 Table Top Telephone Company, Inc.  
 Valley Telephone Cooperative Inc.  
 Verizon California Incorporated

### Competitive Local Exchange Companies

ACN Communication Services, Inc.  
 AFN  
 Allegiance Telecom of Arizona, Inc.  
 AT&T Communications of the Mountain States Inc.  
 Buy-Tel Communications, Inc.  
 Caltech International Telecom Corp.  
 Centurytel Solutions, LLC  
 CI<sup>2</sup>, Inc.  
 Citizens Long Distance Company  
 CityNet Arizona, LLC  
 Comm South Companies Inc.  
 Computer Network Technology Corporation  
 Connect!  
 Covad Communications Company  
 Covista, Inc.  
 Cox Communications  
 Cypress Communications Operating Company, Inc.  
 DSLnet Communications, LLC  
 E.spire  
 Electric Lightwave, Inc.  
 Ernest Communications, Inc.  
 Eschelon Telecom of Arizona, Inc.  
 Frontier Communications of the White Mountains, Inc.  
 Global Crossing Local Services, Inc.  
 Global Crossing Telemanagement, Inc.  
 Granite Telecommunications, LLC  
 IDT America, Corp.  
 Intermedia Communications, Inc.

KMC Data L.L.C.  
 KMC Telecom V, Inc.  
 Level 3 Communications, LLC  
 Looking Glass Networks, Inc.  
 MCImetro  
 Metromedia Fiber Network Services, Inc.  
 Metropolitan Fiber Systems of Arizona, Inc.  
 Mountain Telecommunications, Inc.  
 Mpower Communications Corp.  
 NAS  
 New Edge Networks  
 North County Communications Corporation  
 Now Communications, Inc.  
 Ntera, Inc.  
 OnFiber Carrier Services, Inc.  
 QuantumShift Communications, Inc.  
 Quintelco, Inc.  
 Qwest Communications Corporation  
 Rural Network Services, Inc.  
 Rural West - Western Rural Broadband, Inc.  
 SanTrac Technologies, Inc.  
 Sprint Communications Company L.P.  
 Talk America Inc.  
 TCG Phoenix  
 Tel West Communications L.L.C.  
 Telecom Resources, Inc.  
 Telscape Communications, Inc.  
 Touch Communications  
 Universal Access of Arizona, Inc.  
 Valley Connections, LLC  
 Verizon Avenue  
 Verizon Select Services, Inc.  
 Volo Communications of Arizona, Inc.  
 Vyvx, LLC  
 WLNI, LLC  
 XO Arizona, Inc.  
 Xspedius Management Co. of Pima County, LLC  
 Xspedius Management Co. Switched Services, LLC  
 Z-Tel Communications, Inc.

### Reseller Local Exchange Competitive ONLY

ACN Communication Services, Inc.  
 Allegiance Telecom of Arizona, Inc.  
 American Fiber Systems, Inc.  
 BT Communications Sales LLC  
 Budget Phone, Inc.  
 Centurytel Solutions, LLC  
 CI<sup>2</sup>, Inc.

CityNet Arizona, LLC  
 Cogent Communications of Arizona, Inc.  
 Connect!  
 Covad Communications Company  
 Covista, Inc.  
 Cox Communications  
 Cypress Communications Operating Company, Inc.  
 DMJ Communications, Inc.  
 DPI Teleconnect, LLC  
 DSLnet Communications, LLC  
 Ernest Communications, Inc.  
 Eschelon Telecom of Arizona, Inc.  
 Excel Telecommunications, Inc.  
 EZ Talk Communications, L.L.C.  
 Globcom, Inc.  
 Group Long Distance, Inc.  
 HJN Telecom, Inc.  
 Home Phone, Inc.  
 ICG Telecom Group, Inc.  
 IDT America, Corp.  
 ILD  
 Ionex Communications North, Inc.  
 KMC Data L.L.C.  
 KMC Telecom V, Inc.  
 Level 3 Communications, LLC  
 Looking Glass Networks, Inc.  
 Max-Tel Communications, Inc.  
 McLeodUSA Telecommunications Services, Inc.  
 Metromedia Fiber Network Services, Inc.  
 Mpower Communications Corp.  
 New Access Communications LLC  
 New Edge Networks  
 Now Communications, Inc.  
 Ntera, Inc.  
 NUI Telecom, Inc.  
 Pac-West Telecomm, Inc.  
 Phones For All / Teléfonos Para Todos  
 R.C.P. Services  
 Regal Telephone Company  
 Rural West - Western Rural Broadband, Inc.  
 Talk America Inc  
 Tel West Communications L.L.C.  
 Touch Communications  
 TSI Telecommunication Network Services, Inc.  
 United States Telecommunications, Inc.  
 Universal Access of Arizona, Inc.  
 Valley Connections, LLC  
 Vanion Telecom, Inc.

## REGULATED UTILITY LIST

Verizon Avenue  
Verizon Select Services, Inc.  
Volo Communications of Arizona,  
Inc.  
Vyvx, LLC  
Wilshire Connection, LLC  
XO Arizona, Inc.  
Xspedius Management Co. of Pima  
County, LLC  
Xspedius Management Co. Switched  
Services, LLC

### Incumbent Long Distance

American Fiber Systems, Inc.  
AT&T Communications of the  
Mountain States Inc.  
BCE Nexxia Corporation  
Computer Network Technology  
Corporation  
Cypress Communications Operating  
Company, Inc.  
MCI Worldcom Network Services,  
Inc.  
Ntera, Inc.  
OnFiber Carrier Services, Inc.  
Qwest Corporation  
Rio Virgin Telephone & Cablevision  
Sprint Communications Company L.P.  
Table Top Telephone Company, Inc.  
Touch America  
Valley Connections, LLC  
Volo Communications of Arizona,  
Inc.

### Inter-Exchange Carriers

360networks (USA) Inc.  
Broadwing Communications, LLC  
Alliance Group Services, Inc.  
Asian American Association / Fiesta  
Tel  
AT&T Communications of the  
Mountain States Inc.  
Caltech International Telecom Corp.  
CenturyTel Solutions, LLC  
El Paso Global Networks Company  
Ernest Communications, Inc.  
Excel Telecommunications, Inc.  
France Telecom Corporate Solutions,  
LLC  
Globecom, Inc.  
Global Crossing Telecommunications,  
Inc.  
Glyphics Communications, Inc.  
Infonet Telecommunications  
Corporation

KMC Telecom V, Inc.  
Level 3 Communications, LLC  
Main Street Telephone Co.  
North County Communications  
Corporation  
Opex Communications, Inc.  
Pac-West Telecomm, Inc.  
RCN Telecom Services, Inc.  
Rural West - Western Rural  
Broadband, Inc.  
Special Accounts Billing Group, Inc.  
Telelobe USA Inc.  
Telephone Company of Central  
Florida, Inc.  
Teligent Services, Inc.  
Vanion Telecom, Inc.  
Vyvx, LLC One Technology Center  
Wilshire Connection, LLC  
XO Arizona, Inc.  
Xspedius Management Co. of Pima  
Xspedius Management Co. Switched  
Services, LLC

### Reseller Long Distance Only

10 123 Americatel / 1010 123  
Americatel  
1-800-Reconex, Inc.  
3U Telecom Inc.  
Access One, Inc.  
Access Point, Inc.  
ACCXX Communications, LLC  
ACN Communication Services, Inc.  
Adelphia Telecommunications, Inc.  
Advanced TelCom Group  
Advanced Telemanagement Group  
dba ATG  
Advantage Telecommunications,  
Corp.  
AFN  
Airespring, Inc.  
Airmex Communications, Inc.  
Allegiance Telecom of Arizona, Inc.  
Alliance Group Services, Inc.  
All-Star Acquisition Corporation  
Alltel Communications, Inc  
Alternatel  
America Net, LLC  
American Fiber Systems, Inc.  
American Long Lines, Inc.  
American Phone Services, Corp.  
American Telecommunications  
Systems, Inc.  
Amerivision Communications, Inc.  
Arizona Telephony Brokers, L.L.C.  
Asian American Association  
Asian American Association / Fiesta

Tel  
Association Administrators, Inc.  
Atcom, Ltd.  
BCGI Communications Corp.  
Bellsouth Long Distance Inc.  
Better World Telecom  
Big Planet, Inc.  
Blackstone Communications  
Company  
Broadwing Communications, LLC  
Broadwing Telecommunications, Inc.  
BT Communications Sales LLC  
BTI Telecommunications Services  
Budget Phone, Inc.  
Business Discount Plan, Inc.  
Business Network Long Distance, Inc.  
Business Savings Plan  
Buyers United International, Inc.  
C III Communications Operations,  
LLC  
Cable & Wireless USA, Inc.  
Caltech International Telecom Corp.  
Cascade Access, L. L.C.  
CenturyTel Long Distance, Inc.  
Centurytel Solutions, LLC  
Christian Media Technologies, Inc.  
CI<sup>2</sup>, Inc.  
Ciera Network Systems, Inc.  
Cimco Communications, Inc.  
Citizens Long Distance Company  
CityNet Arizona, LLC  
Clear World Communications  
Corporation  
Coast International, Inc  
Comcast Long Distance  
Comdata Telecommunications  
Comm South Companies Inc.  
Communications Billing, Inc.  
Comtech 21, L.L.C.  
Comtel Network, LLC  
Connect US of Delaware  
Consolidated Communications  
Consumer Access  
Coordinated Billing Services  
Covad Communications Company  
Covista, Inc.  
Cox Communications  
CTC Communications Corp.  
CTI Long Distance, Inc.  
Custom Network Solutions, Inc.  
Custom Teleconnect, Inc.  
D.D.D. Calling, Inc.  
Dancris Telecom, L.L.C.  
DC Communications  
Desert Wind Communications  
Dial - Thru, Inc.  
Dialaround Enterprises, Inc.

## REGULATED UTILITY LIST

Dimensions (Global Crest)  
 Directdial USA  
 Discount Network Services, Inc.  
 Discount Plus  
 Discount Utilities, LLC  
 DSLnet Communications, LLC  
 Easton Telecom Services, L.L.C.  
 ECG, L.L.C.  
 Econodial, LLC  
 Eight 9 Line, L.L.C.  
 El Paso Networks, L.L.C.  
 eMeritus Communications, Inc.  
 Encompass Communications, L.L.C.  
 Entrix Telecom, Inc.  
 Ernest Communications, Inc.  
 Essential.com, Inc - Your Energy &  
 ETI - Telecommunications  
 Excell Agent Services, L.L.C.  
 Exergy Group, Inc.  
 Express Tel  
 Ezel Network Services, L.L.C.  
 Fox Communication Corporation  
 France Telecom Corporate Solutions,  
 Freedomstarr Communications, Inc.  
 Frontier Communications of America,  
 Inc.  
 GE Business Productivity Solutions,  
 Inc.  
 Global Communications Consulting  
 Corp.  
 Global Crossing North American  
 Networks  
 Global Crossing Telecommunications,  
 Inc.  
 Global Internetworking, Inc.  
 Globalcom, Inc.  
 Glyphics Communications, Inc.  
 Gold Line Telemanagement, Inc.  
 Granite Telecommunications, LLC  
 Group Long Distance, Inc.  
 GTC Telecom  
 Harbor Communications, LLC  
 Hello Telecom  
 HJN Telecom, Inc.  
 ICG Telecom Group, Inc.  
 IDT America, Corp.  
 IE Com  
 I-Link, Communications, Inc.  
 Incomm  
 Intermedia Communications, Inc.  
 International Plus  
 Inter-Tel Netsolutions, Inc.  
 ITC^Deltacom  
 ITS Network Services  
 JLS Marketing  
 KDD America Inc.  
 Kiger Telephone & Telephony, LLC

KMC Data L.L.C.  
 LCR Telecommunications, LLC  
 LDC Telecommunications, Inc.  
 LDMI Long Distance  
 Legacy Long Distance International,  
 Inc.  
 Legacy Telecommunications  
 Corporation  
 Legent Communications Corporation  
 Lightyear Communications, Inc.  
 Lightyear Telecommunications, L.L.C.  
 Long Distance Billing  
 Long Distance Charges  
 Long Distance Consolidated Billing  
 Co.  
 Long Distance Wholesale Club  
 Looking Glass Networks, Inc.  
 Main Street Telephone Company  
 Matrix Telecom, Inc.  
 Maxtel USA, Inc.  
 McGraw Communications, Inc.  
 MCI Worldcom Network Services,  
 Inc.  
 McLeodUSA Telecommunications  
 Services, Inc.  
 Mercury Long Distance, Inc.  
 Metromedia Fiber Network Services,  
 Inc.  
 MGEN Services Corp.  
 Miko Telephone Communications,  
 Inc.  
 Motion Telecom, Inc.  
 NAS  
 National Directory Assistance, LLC  
 NECC Telecom, Inc.  
 NetLojix Telecom, Inc.  
 Network Billing Systems, L.L.C.  
 Network Communications  
 Network Enhanced Technologies, Inc.  
 Network Utilization Services  
 Networkip, LLC  
 New Access Communications LLC  
 New Century Telecom, Inc.  
 New Edge Networks  
 Nobeltel, LLC  
 Norstan Network Services, Inc.  
 North American Communications  
 Control, Inc.  
 Nosva Limited Partnership  
 Now Communications, Inc.  
 Ntera, Inc.  
 NTS Communications, Inc.  
 OLS, Inc.  
 Onelink Communications, Inc.  
 OneStar Long Distance, Inc.  
 OnFiber Carrier Services, Inc.  
 Opex Communications, Inc.

Optical Telephone Corporation  
 Opticom  
 Pac-West Telecomm, Inc.  
 Paetec Communications, Inc.  
 Paxx Telecom, LLC  
 Phase 2 Telesystems, Inc.  
 Phones For All / Teléfonos Para  
 Todos  
 PNG Telecommunications, Inc.  
 Popp Telcom Incorporated  
 Premiere Network Services, Inc.  
 Primo Communications, Inc.  
 Promise-Net International, Ltd.  
 Promisevision Technology, Inc.  
 Pronet Communications, Inc.  
 PT - 1 Long Distance  
 QuantumLink Communications  
 QuantumShift Communications, Inc.  
 Qwest Communications Corporation  
 Qwest Long Distance  
 R2C Communications, Inc.  
 R.C.P. Services  
 Radiant Telecom, Inc.  
 RCN Telecom Services, Inc.  
 Resort Operator Services  
 SBC Long Distance  
 Snet America, Inc.  
 Southeastcom LLC  
 Raptel Communications, LLC  
 Reduced Rate Long Distance, LLC  
 Rural Network Services, Inc.  
 SCS of Arizona, Inc.  
 Snip Link, LLC  
 Southwest Metro Communications  
 Inc.  
 Special Accounts Billing Group, Inc.  
 Startec Global Licensing Company  
 Talk America Inc  
 TCG Phoenix  
 Telco Partners, Inc.  
 Telecom Resources, Inc.  
 Staples Communications  
 T.N.C., Inc.  
 TCAST Communications, Inc.  
 TDS Long Distance  
 Telecare, Inc.  
 Telecom\*USA  
 Teledias Communications, Inc.  
 Telegenius, Inc.  
 Teleglobe America, Inc.  
 Teleglobe USA Inc.  
 Telemanagement Systems, Inc.  
 Telephone Company of Central  
 Telesphere, Inc.  
 Teleuno, Inc  
 Teligent Services, Inc.  
 Telliss, LLC

## REGULATED UTILITY LIST

Telmex USA, L.L.C.  
Telscape Communications, Inc.  
The Free Network, L.L.C.  
The Phone Connection  
TMC Communications  
Ton Services, Inc.  
Touch 1 Communications, Inc.  
Touch America  
Transcom Communications, Inc.  
Transcommunications, Inc.  
Trans-National Communications  
International, Inc.  
TTI National, Inc.  
U.S. Telecom Long Distance, Inc.  
Uki Communications, Inc.  
United Communications Hub, Inc.  
United States Advanced Network, Inc.

Uni-Tel Communications Group, Inc.  
Univance Telecommunications, Inc  
Universal Access of Arizona, Inc.  
US LEC Communications, Inc.  
US Wats, Inc.  
Valley Connections, LLC  
Vanion Telecom, Inc.  
Vartec Telecom (R) / Clear Choice  
Communications  
Verizon Avenue  
Verizon Enterprise Solutions  
Verizon Long Distance  
Verizon Select Services, Inc.  
Vista International Communications  
Vivo Communications AZ, LLC  
Vycera Communications, Inc.  
Vyvx, LLC

W<sup>2</sup>COM International, LLC  
Webnet Communications, Inc.  
Westel, Inc.  
Wholesale Carrier Service, Inc.  
Wilshire Connection, LLC  
WLNI, LLC.  
Working Assets Long Distance  
World Communications Satellite  
WorldxChange Corp.  
XO Arizona, Inc.  
Xspedius Management Co. of Pima  
Yak Communications, Inc.  
Zenex Long Distance, Inc.  
Zone Telecom, Inc.  
Z-Tel Communications, Inc.